

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Chapter 11
)
GULF PACKAGING, INC.,) Case No. 15-15249
)
) Hon. Pamela S. Hollis
Debtor.)

**AFFIDAVIT OF SHELLY A. DEROUSSE ON BEHALF OF
FREEBORN & PETERS LLP, PROPOSED COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

I, Shelly A. DeRousse, an attorney, hereby declare under penalty of perjury as follows:

1. I am a partner in the Bankruptcy, Reorganization and Creditors' Rights Practice Group of the law firm of Freeborn & Peters LLP ("*Freeborn*"), located at 311 South Wacker Drive in Chicago, Illinois. In that capacity, I am authorized to submit this Affidavit, pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*"), in support of the *Amended Application of the Official Committee of Unsecured Creditors to Employ Freeborn & Peters LLP as Counsel* (the "*Application*") in the chapter 11 case of Gulf Packaging, Inc. (the "*Debtor*").

2. I am an attorney duly licensed and authorized to practice law, and am a member in good standing, in the bar for the State of Illinois, and am admitted to practice law in the District Court for the Northern District of Illinois and the Bankruptcy Courts for the Northern District of Indiana, Southern District of Indiana, District of Colorado, and the Eastern District of Wisconsin.

3. I make this Affidavit from information derived from the business records of Freeborn. I will supplement this Affidavit as required by Bankruptcy Rule 2014 if and when additional information becomes available concerning any relationship or connection between the Debtor, its creditors or interest holders, and Freeborn based upon information that comes to my attention.

4. The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned case desires to retain and employ Freeborn as its counsel, pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”) and Bankruptcy Rule 2014. Freeborn has extensive experience and knowledge in the fields of corporate reorganization and bankruptcy law. Additionally, Freeborn is a law firm with an extremely broad-based practice including substantial expertise in the many areas of the law that may generate issues in this case. Accordingly, I believe Freeborn possesses the requisite expertise and background to handle matters that are likely to arise in this bankruptcy case.

5. Freeborn contemplates that it will provide a full range of services required to represent the Committee in the course of this chapter 11 case as counsel, which may include:

- a. Advising the Committee on all legal issues as they arise;
- b. Advising the Committee on all motions and pleadings filed by the Debtor and other parties-in-interest and responding to the same;
- c. Representing and advising the Committee regarding the terms of any sale of assets or plan of reorganization or liquidation and assisting the Committee in negotiations with the Debtor and other parties;
- d. Investigating the Debtor’s assets and pre-bankruptcy conduct;
- e. Analyzing the perfection and priority of the liens of the Debtor’s secured creditors;
- f. Preparing, on behalf of the Committee, all necessary motions, applications, pleadings, reports, responses, objections, and other papers;

- g. Representing and advising the Committee in all proceedings in this case;
- h. Assisting and advising the Committee in its administration; and
- i. Providing such other services as are customarily provided by counsel to a creditors' committee in cases of this kind.

Hourly Rates of Freeborn's Professionals and Anticipated Expenses

6. Subject to the Court's approval, Freeborn will charge for its legal services on an hourly basis in accordance with its standard billing procedures. These rates will range from \$305 per hour for new associates to \$845 per hour for senior partners. Paraprofessional services will be billed at \$225 per hour.

7. The hourly rates for the Freeborn professionals presently expected to have primary responsibility for this case are as follows: (i) Richard S. Lauter (Partner) - \$665/hour; (ii) Shelly A. DeRousse (Partner) - \$480/hour; (iii) Devon J. Eggert (Partner) - \$410/hour; and (iv) Elizabeth L. Janczak (Associate) - \$325/hour. In addition, from time to time, it may be necessary for other Freeborn professionals to provide services to the Committee. In all appropriate circumstances, Freeborn will employ the services of junior professionals in order to minimize administrative expenses to the estate.

8. Freeborn will maintain detailed records of any actual and necessary costs incurred in connection with the aforementioned legal services. Freeborn intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, further orders of this Court, and the guidelines established by the Office of the United States Trustee for all services performed and expenses incurred.

9. Freeborn understands that, notwithstanding any Court-approved procedures for interim compensation and reimbursement of expenses, any and all compensation for legal

services rendered and expenses incurred on behalf of the Committee during the above-captioned case shall be subject to Court approval, after notice and a hearing. Freeborn further understands that the sole source of such compensation shall be from the Debtor's bankruptcy estate.

Freeborn is a "Disinterested Person" Under Section 101(14) of the Bankruptcy Code

10. Neither I, Freeborn, nor any partner or associate thereof, insofar as I have been able to ascertain and except as set forth below: (a) hold or represent any interest adverse to the Debtor or its estate, largest creditors, or equity security holders; or (b) represent any other entity in connection with this case having an interest adverse to the Committee. Further, insofar as I have been able to ascertain, other than in connection with this case or as set forth below, Freeborn has no connection (connection being defined as a familial or professional relationship) with the Debtor, its creditors, or any other party-in-interest herein, or their respective attorneys or accountants, or the United States Trustee or any person employed in the Office of the United States Trustee, except as set forth below. Accordingly, I believe Freeborn is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

11. Specifically, in reaching this conclusion, my staff has search Freeborn's computerized "conflicts" database for each of the following entities:

- a. The twenty largest unsecured creditors of the Debtor;
- b. The Debtor's pre-petition secured lenders;
- c. Each member of the Committee;
- d. Certain of the Debtor's principals, officers, directors and shareholders;
- e. Certain related professionals; and
- f. Certain other parties in interest.

12. From time to time, Freeborn may in the future represent certain of the Debtor's creditors and other parties-in-interest, or interests adverse to such creditors or parties in interest, in matters unrelated to this case.

13. Freeborn has the following connections to the Debtor and its creditors:

- a. From about November 2008 through April 2009, Shelly A. DeRousse represented the Official Committee of Unsecured Creditors of Proven Methods Seminars, LLC ("*Proven Methods Committee*"), in the bankruptcy case filed by Proven Methods Seminars, LLC as case number 08-30225 in the Bankruptcy Court for the Southern District of Florida. Xsys, Inc. ("*Xsys*") was a member of the Proven Methods Committee. The representative for Xsys on the Proven Methods Committee was Arman Sarkisian. The Debtor disclosed Xsys on the list of its largest 20 creditors in this case. Upon information and belief, Mr. Sarkisian or his wife own Xsys and, upon information and belief, Mr. Sarkisian is the former Chief Executive Officer of the Debtor. Ms. DeRousse has never represented Xsys or Mr. Sarkisian as her client and has not spoken to Mr. Sarkisian in over 6 years and has never spoken with him about the Debtor or this case.
- b. Richard S. Lauter is a member of the Board of Directors of the American Bankruptcy Institute (the "*ABI*"). Edward Gavin, the Debtor's Chief Restructuring Officer, is the Vice President of Development for ABI and Mr. Lauter and Mr. Gavin have worked together in the past related to their various roles in the ABI. Jason Brookner, the Debtor's counsel, is and has been active in the ABI, by chairing and serving on various committees. Mr. Lauter and Mr.

Brookner have worked together in the past related to their various roles in the ABI, including as officers of the ABI Commercial Fraud Committee.

14. As a result, upon reasonably inquiry and to the best of my knowledge, I have determined that Freeborn does not currently represent any of the above entities, or interests adverse to any of the above entities, in matters related to the Debtor's chapter 11 case.

15. Freeborn is conducting a continuing inquiry to ascertain whether there exists any situation which would affect, or appear to affect, Freeborn's status as a "disinterested person." If additional disclosure is required, I will promptly file a supplemental declaration with this Court after this inquiry is completed.

16. Freeborn has not entered into any arrangement to share any compensation that may be awarded by the Court, except as permitted under section 504(b) of the Bankruptcy Code. Freeborn further states, in accordance with Bankruptcy Rule 5002, that no attorney is a relative of the bankruptcy judge assigned to the Debtor' case.

I state hereby under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: May 29, 2015

/s/ Shelly A. DeRousse
Shelly A. DeRousse